

EXHIBIT A

04/14/2004 14:31 FAX 8126046400

WINTHROP & WEINSTINE

027/030

AGREEMENT BETWEEN RICHARD R. HYLLAND AND NORTHWESTERN CORPORATION

1. Notwithstanding the conditions and terms set forth in the Settlement Agreement and Mr. Hylland's confirmation by COB on Sunday, February 8, 2004, the parties agree to release their contribution and indemnity claims in and relating to the Securities and Derivative Litigation.


2. Mr. Hylland agrees to dismiss claims against NorthWestern asserted in the Bankruptcy Court, except for the claims arising from Mr. Hylland's employment.

3. Mr. Hylland agrees that the amount of the claims he has arising from his employment will be agreed to by Mr. Hylland and the Company as a liquidated amount of \$_____ in the Bankruptcy, and that Mr. Hylland will withdraw his pending appeal in the Bankruptcy Court.

4. In the alternative, if the Company and Mr. Hylland cannot agree on a liquidated amount, the parties agree that Mr. Hylland may continue to pursue his appeal of the Bankruptcy Court's order denying his motion to lift the automatic stay and to permit Mr. Hylland to pursue his previously pending arbitration of the employment claim.

Dated: April 14, 2004

WINTHROP & WEINSTINE, P.A.



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Dated: April 15, 2004

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